

**FIRST AMENDMENT TO COOPERATION AGREEMENT  
MIXED-USE PROJECT,  
100 BOARDMAN STREET A/K/A 415 WILLIAM F. McCLELLAN HIGHWAY,  
EAST BOSTON, MA**

This **FIRST AMENDMENT TO COOPERATION AGREEMENT** (this "First Amendment") is made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2019, by and between the **BOSTON REDEVELOPMENT AUTHORITY ("BRA")**, a public body politic and corporate created pursuant to Chapter 121B of the Massachusetts General Laws, as amended, and acting in its capacity as the planning board for the City of Boston (the "City") pursuant to Chapter 652 of the Acts of 1960, as amended, d/b/a Boston Planning & Development Agency, and having a principal place of business at One City Hall Square, Boston, Massachusetts 02201-1007 (the "**BPDA**"), and **MC-EB REALTY, LLC**, a Massachusetts limited liability company, having an address of c/o First Bristol Corporation, 10 North Main Street, 4<sup>th</sup> Floor, Fall River, Massachusetts 02720 (the "Applicant"). The BPDA and the Applicant, collectively, are sometimes referred to herein as the "Parties."

**RECITALS**

WHEREAS, the Applicant developed and approximately 6.2 acre (270,072 square foot) parcel of land in the East Boston Neighborhood of Boston, which parcel is known and numbered 100 Boardman Street (also known as 415 William F. McClellan Highway) (the "Site"). A Project Locus Map is attached as Exhibit A;

WHEREAS, the Site is owned by the Applicant;

WHEREAS, the development of the Originally Approved Project (described below) has undergone development review by the BRA in accordance with Article 80 of the Boston Zoning Code (the "Code");

WHEREAS, on February 14, 2013, pursuant to Section 80B-5.3(d), the BRA voted to authorize the issuance of an Scoping Determination waiving further review (the "**Scoping Determination**") finding that the Project Notification Form submitted on November 5, 2012, adequately described the potential impacts arising from the Originally Approved Project (defined herein) and to issue a Certification of Compliance thereof. The Originally Approved Project consisted of 112,830 square foot mixed-use project consisting of a 178-room business hotel, two restaurant/retail sites; associated entry drives, parking areas containing a total of 346 spaces, new sidewalks, street trees, planters, and lighting improvements along the Boardman Street frontage. The Project consisted of three primary building elements: the first is a five (5) story, 102,525 square foot hotel project, centrally located on the Project Site, the second being a one (1) story, 6,270 square foot retail/restaurant building on the northern end of the Project Site fronting on Boardman Street, and the third would be another one (1) story 4,035 square foot retail/restaurant building on the western end of the Project Site also fronting on

Boardman Street (the the "Originally Approved Project"). The Originally Approved Project was to be constructed in up to two phases. If constructed in Phases, the first Phase will include the hotel portion of the Originally Approved Project and the second Phase will include the retail/restaurant portion of the Originally Approved Project;

WHEREAS, on January 8, 2013, the Boston Civic Design Commission voted to approve the design for the Originally Approved Project; and

WHEREAS, the BPDA issued the Scoping Determination for the Originally Approved Project on April 17, 2013.

WHEREAS, on October 31, 2013, the BRA and the Applicant executed a Cooperation Agreement in connection with the Originally Approved Project (the "Cooperation Agreement").

WHEREAS, on July 20, 2017, the Applicant submitted a Notice of Project Change ("NPC") for the Originally Approved Project, which includes the elimination of the one (1) story, approximately 4035 square foot retail building on the eastern edge of the Project Site and a five (5) story, approximately 45,718 square foot addition to the existing Hilton Garden Inn hotel. The addition will contain approximately eighty-four (84) hotel rooms and will eliminate approximately twenty-five (25) on-site vehicle parking spaces. The NPC will result in a hotel containing a total of two hundred and sixty-two (262) guest rooms and approximately three hundred and twenty-one (321) off-street vehicle parking spaces for hotel guests (the "Revised Project").

WHEREAS, on November 16, 2017, the BPDA Board authorized the issuance of a Determination waiving further review in connection with the NPC and authorized the execution of agreements to reflect the Revised Project.

### **AGREEMENT**

NOW, THEREFORE, in order for the Project to reflect the NPC, the BPDA and the Applicant hereby agree as follows:

1. All references in the Cooperation Agreement to the Project shall hereinafter mean the Revised Project.
2. Section B.4, Other Public Commitments; Community Benefit Package, shall be revised to add the following additional Mitigation and Community Benefits:

## MITIGATION

The Revised Project will provide additional mitigation and community benefits for the East Boston neighborhood and the City of Boston as a whole, including:

- As part of the site work and mitigation associated with the Revised Project, the Proponent has agreed to extend and construct a new public concrete sidewalk from the edge of its property closest to the BCYF Pino Community Center, to the front of the BCYF Pino Community Center located at 86 Boardman Street. The new concrete sidewalk shall replace the asphalt sidewalk which currently exists. The Proponent must submit an improvements plan to the BPDA and other applicable city agencies/departments prior to advancing the work and must complete the improvements prior to issuance of a Certificate of Occupancy by ISD.

### **• Smart Growth/Transit-Oriented Development**

-The Revised Project is consistent with smart-growth and transit-oriented development principles. The Project Site is within a nine (9) minute walk of MBTA Blue Line subway (Orient Heights Station) and bus service, and supports the objectives of smart growth; specifically, new developments at existing nodes of excellent transit routes.

### **• Improved Street and Pedestrian Environment**

-The Revised Project will further activate the Project Site and neighborhood. A reduction of on-site surface parking, a new publicly accessible green space, additional lighting, and landscaping will be incorporated as part of the Revised Project.

### **• Sustainable Design/Green Building**

-Energy conservation and other sustainable design measures are an integral component of the Revised Project. The Revised Project will employ energy and water efficient features for mechanical, electrical, architectural, and structural systems, assemblies, and materials, where feasible. Sustainable design elements relating to building energy management systems, lighting, recycling, and conservation measures will also be incorporated.

### **• Increased Employment**

-The Revised Project will create approximately eighty five (85) construction jobs and approximately fifteen (15) permanent jobs once it is constructed and operational.

**• Additional Property Taxes**

-The Revised Project will generate additional property and hotel tax revenues for the City of Boston.

## COMMUNITY BENEFITS

In addition to the aforementioned mitigation, the Revised Project includes the following community benefits:

- Upon the expiration of any existing agreements in place, the Applicant has committed to not constructing or allowing another entity to construct any billboards on the Project Site;
- The Applicant has committed to responsible labor hiring practices in conformance with all applicable local, state, and federal laws and has voluntary committed to provide a written and signed responsible labor agreement to reaffirm its commitment to the community. The signed document will be made available to the OHNC;
- The Applicant has committed to provide at least two (2) paid youth internships per year for a minimum of five (5) years to local East Boston residents/community members in partnership with East Boston High School or other local organization. The internship program should be established and operational by the issuance of certificate of occupancy for the hotel addition;
- The Applicant has committed to providing the meeting space for community groups and neighborhood based organizations at nominal or no charge based upon availability;
- The Applicant has committed to providing a forty thousand dollar (\$40,000) financial contribution to area non-profit organizations and social service entities. The forty thousand dollar (\$40,000) will be made payable to the Boston Redevelopment Authority upon building permit issuance for the Revised Project. The financial contribution will then be distributed by the BPDA to the prospective entities included below:

a. Zumix, Inc., 260 Sumner Street, East Boston, MA 02128/043132674

Use: The funds will provide additional music programming and education to low-income East Boston youth.

Amount: Six thousand dollars (\$6,000) made payable to the

Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified);

b. Piers Park Sailing Center, Inc., 95 Marginal Street, East Boston, MA 02128/043411388

Use: The funds will be used for new sails and general operating capital needed to sustain the sailing program offered to local children who want to learn how to sail

Amount: Six thousand dollars (\$6,000) made payable to the Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified);

c. East Boston Social Centers, Inc., 68 Central Square, East Boston, MA 02128/042104257

Use: The funds will be used for general operating capital to support the organization's childcare, summer youth programs, and senior and family engagement programs.

Amount: Six thousand dollars (\$6,000) made payable to the Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified);

d. Salesian Boys and Girls Club Incorporated, 150 Byron Street, East Boston, MA 02128/042558218

Use: Funds will be used for improvements to the facility as well as general operating capital for the club which provides athletic, tutoring, dance, cooking, and educational programming for local children.

Amount: Ten thousand dollars (\$10,000) made payable to the Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified).

e. Eastie Farm, Inc., 213 Webster Street East Boston, MA02128/001204748

Use: The funds will be used to promote community integration via food gardening events, teach school children how food waste can be composted, teach school children cutting edge agricultural technology such as hydroponics and aquaponics, and other mission based initiatives.

Amount: Six thousand dollars (\$6,000) made payable to the Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified);

f. Veronica Robles Cultural Center Corp., 175 McClellan Highway East Boston, MA 02128/001236454

Use: The funds will be used to create job opportunities for youth in the traditional arts and culture fields, support aspiring and professional artists, and offer unique dance, music, and enrichment programs.

Amount: Six Thousand dollars (\$6,000) made payable to the Boston Redevelopment Authority upon building permit issuance (funds will then be distributed by the BPDA to the entity specified).

The organizations included above were identified through collaboration with members of the IAG and members of the public.

3. Section B.5 of the Cooperation Agreement shall be deleted in its entirety and replaced with the following:

5. Development Impact Project Exactions. The Originally Approved Project constitutes a Development Impact Project ("DIP") under Article 80B-7 of the Code. For the Originally Approved Project, the Applicant will provide a total of approximately \$121,115.20 in linkage payments, comprising a payment contribution to the Neighborhood Housing Trust over seven (7) years of approximately \$14,425.00 per year and a payment contribution to the

Neighborhood Jobs Trust over two (2) years of approximately \$10,071.55 per year. These estimated linkage payments are calculated as follows:

| Jobs Linkage: | Housing Linkage:              |
|---------------|-------------------------------|
| DIP Uses:     | 112,830 square feet           |
| Exclusion:    | 100,000                       |
|               | 12,830                        |
|               | <u>x \$1.57 / square foot</u> |
|               | \$20,143.10                   |
|               | 12,830                        |
|               | <u>x \$7.87 / square foot</u> |
|               | \$100,972.10                  |

The Revised Project includes an increase in DIP Uses. The Applicant will provide additional estimated linkage payments as follows:

| Housing Linkage:             | Jobs Linkage:                |
|------------------------------|------------------------------|
| New DIP Uses: 45,718 SF      | New DIP Uses: 45,718 SF      |
| Eliminated Retail: -4,035 SF | Eliminated Retail: -4,035 SF |
| <hr/>                        | <hr/>                        |
| 41,683 SF                    | 41,683 SF                    |
| X \$8.34                     | X \$1.67                     |
| <hr/>                        | <hr/>                        |
| \$347,636.22                 | \$69,610.61                  |

For the Revised Project, the Applicant will provide an additional approximately \$417,246.83 in linkage payments, comprising a payment contribution to the Neighborhood Housing Trust over seven (7) years of approximately \$49,662.32 per year and a payment contribution to the Neighborhood Jobs Trust over two (2) years of approximately \$34,805.31 per year.

4. Section C. 1 of the Cooperation Agreement is deleted in its entirety and replaced with the following:

1. Development Period. The Applicant completed construction of Phase 1 of the Originally Approved Project on \_\_\_\_\_. The Applicant will begin construction of the changes contemplated in the NPC on \_\_\_\_\_ and will complete construction of the Revised Project in approximately \_\_\_\_\_ months.

Except as specifically amended hereby, the Cooperation Agreement is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Parties hereto have caused this instrument to be executed on their behalf by their respective officers thereunto duly authorized as of the day and year first above set forth.

BOSTON REDEVELOPMENT AUTHORITY  
d/b/a Boston Planning & Development  
Agency

By: \_\_\_\_\_  
Brian P. Golden, Director

MC-EB REALTY LLC, a Massachusetts limited  
liability company

By: \_\_\_\_\_  
Name: James J. Karam  
Title: President & CEO

Approved as to Form:

By: \_\_\_\_\_  
E. Renee LeFevre  
BPDA General Counsel

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